


		YUKEN INDIA LIMITED An ISO 9001:2015 Company Manufacturers of Oil Hydraulic Equipment IN COLLABORATION WITH YUKEN KOGYO CO. LTD., JAPAN. CIN: L29150KA1976PLC003017			
Regd. Office:	No. 16-C, Doddanekundi Industrial Area II Phase, Mahadevapura, Bengaluru – 560 048.	Factory:	PB No. 5, Koppathimmanahalli Village, Malur-Hosur Main Road, Malur Taluk, Kolar District – 563 130.		
Phone	+91- 9731610341	Phone :	+91 9845191995		
Our Ref No:	YIL/Sec/2019	E-mail:	hmn_rao@yukenindia.com		
Date:	29 th May,2019	Web:	www.yukenindia.com		

To,

**The General Manager,
Listing Compliance & Legal Regulatory,**
BSE Limited, PJ Towers, Dalal Street,
Mumbai-400001.

BSE Script Code: 522108

Dear Sir,

Sub: Amendment in insider Trading policy of the Company as per the provisions of SEBI (Prohibition of Insider Trading) Regulations 2015:

With reference to the captioned subject, the Board of Directors at their meeting held on 28th May, 2019 approved the amended Insider trading Policy as per the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 & Amendment Regulation, 2018. We enclosed herewith copy of amended Insider Trading Policy.

Please take the same on record.

Thanking you,

Yours faithfully,
For **Yuken India Limited**



Vinayak Hegde
Company Secretary & Compliance Officer



YUKEN INDIA LIMITED
INSIDER TRADING POLICY

The Company has adopted Insider Trading Policy in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 which lays down procedures to regulate, monitor and report trading by the employees and other connected persons and to prohibit trading based on material, non-public information of the Company by the connected persons.

I. DEFINITIONS:

“**Act**” means the Securities and Exchange Board of India Act, 1992; “**Board**” means the Securities and Exchange Board of India;

“**Compliance officer**” means any senior officer or Company Secretary designated for the purpose of administration of the Insider Trading Policy.

“**Connected person**” means,

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of the Company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

“Designated Person” shall consist of Connected Persons who are:

- i. Promoters of the Company
- ii. Directors of the Company and its subsidiaries
- iii. Senior level employees in the category of General Manager and above
- iv. All employees of Finance Department, Legal Department who deal with unpublished price sensitive information and
- v. Immediate relatives of all the above

“Generally available information” means information that is accessible to the public on a non-discriminatory basis;

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

“Insider” means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

“Promoter or *Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

“Specified” means specified by the Board in writing;

“Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

“Trading day” means a day on which the recognized stock exchanges are open for trading;

“Unpublished price sensitive information (UPSI)” means any information, relating to a company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in Key Managerial Personnel; and

II. STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS:

1. The Compliance Officer shall report to the Board of Directors and provide reports to the Chairman of the Audit Committee in relation to the trading by Insiders from time to time.
2. All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.

*For Determining the legitimate purpose to below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purpose and not to evade or circumvent the prohibitions of the Regulations.
- b) UPSI can be shared in ordinary course of Business only if same is necessary to be shared in order to complete any task/activity/deal including any other assignment for furtherance of the business interest of the Company.
- c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners Collaborators lenders, customers, suppliers, merchant bankers, Legal advisors, Auditors, insolvency professionals or other advisors and consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal Obligations.

Any person in respect of UPSI pursuant to legitimate purpose shall be considered as "insider" for purpose of regulations.

3. Within a group of persons if such persons have been identified and secluded within a "Chinese Wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchange of UPSI outside the "Chinese Wall" and the execution of an undertaking by such persons to abstain and/or forego trading during such seclusion or till the UPSI no longer constitutes UPSI.
4. Designated persons of the Company shall be governed by the Internal Code of Conduct governing dealing in securities.
5. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
6. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

7. When the trading window is open, trading by designated persons shall be subject to preclearance by the Compliance Officer, if the value of the proposed trades is above the value of Rs. 100,000/- (Rupees One Lakh Only) or such thresholds as the board of directors may
8. Stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed.
*Provided that pre clearance of trade shall not be required for trade executed as per an approved plan.
9. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
10. Trades that have been pre-cleared have to be executed by the designated person within a period not exceeding seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
11. A designated person who is permitted to trade shall not execute a contra trade within a period of six months. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board.

PENALTY FOR INSIDER TRADING:

1. An insider who acts in contravention of these rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
2. Directors, officers and employees of the Company who violate these regulations shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, and ineligibility for future participation in the Company's stock option plans or termination.
3. The SEBI or other appropriate regulatory authorities would also be informed of the violation of these rules so that appropriate action may be taken.

III. DISCLOSURES:

1. Initial Disclosure:

- a. Every Promoter or *members of the Promoter group Director and the Key Managerial Personnel and each of their immediate relatives should disclose their shareholding as on the date of the regulations taking effect to the Company within one month from the effective date of the Regulations in Form A.
- b. Every person on appointment as Director or Key Managerial Personnel or upon becoming Promoter or *members of the Promoter group shall disclose his/her and immediate relatives' holding of securities in the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days, as per Form B.

2. Continual Disclosure:

- a. Every Promoter, *members of the promoters group, *Designated person, Director and employee of the Company who is holding securities in the Company and each of their immediate relatives shall disclose as per Form C to the Company the number of such securities acquired or disposed of within two trading days of such transaction.
- b. The disclosure shall be made within two working days of :
 - i. the receipt of intimation of allotment of shares, or
 - ii. The acquisition or sale of shares or voting rights, as the case may be.

3. Disclosure to the Stock Exchange:

- a) The Compliance Officer shall notify the Stock Exchanges, particulars of the trades, within two trading days of the receipt of the continual disclosure or from becoming aware of such information.

4. Disclosure by other Connected Persons:

The Compliance Officer may, require any other connected person to disclose the holdings and trading in securities of the Company as per Form D at such frequency as may be determined.

IV. *CODE OF FAIR DISCLOSURE:

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- a) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- c) Designation of a senior officer as a chief investor relations officer to deal with dissemination of Information and disclosure of unpublished price sensitive information.
- d) Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- e) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- f) Ensuring that information shared with analysts, research personnel, Institutional Investors is not unpublished price sensitive information.
- g) Handling of all unpublished price sensitive information on a need-to-know basis.

V. MISCELLANEOUS:

1. The Board of Directors shall be empowered to amend, modify and interpret these rules and such rules shall be effective from such date that the Board may notify in this regard.
2. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges where the securities are listed.
3. The Compliance Officer shall maintain (a) updated list of Designated Persons and (b) records of disclosures and pre-clearance applications and undertakings for a period of five years.
4. The Company shall require all Connected Persons to formulate and adhere to a code of Conduct to achieve compliance with these rules. In case such persons observe that there has been a violation of these rules, then they shall inform the Board of Directors of the Company promptly.
5. *The Company shall require to maintain digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
6. *Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
7. Terms that have not been defined in this code shall have the same meaning assigned to them in the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.
8. Any sharing of UPSI, other than in compliance with this Code, the Code of Conduct or the Prohibition of Insider Trading Regulations, would be construed as a violation. In case of any violation, disciplinary action would be taken by the Company. The onus lies on the insider to prove to the contrary. Further, the Company shall intimate SEBI about such violations and further directions may be issued by SEBI.
9. In certain circumstances, sharing of UPSI may be construed as a violation of the Prohibition of Insider Trading Regulations even while it is in pursuit of business interests of the Company. Further, in cases where a person who possesses UPSI is uncertain of whether the UPSI can be shared for a particular purpose, such person may seek clarifications from the Compliance Officer before sharing the information.

VI. SEBI REGULATIONS/STATUTORY PROVISIONS TO PREVAIL:

Terms that have not been defined in this code/policy shall have the same meaning assigned to them in the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations or SEBI (Prohibition of Insider Trading) Regulations or amendments thereof. And also the SEBI regulation or any statutory provisions are more stringent than those contained in this code/policy, the SEBI regulation / statutory provisions will prevail.

VII. AMENDMENTS:

Any or all the provisions of this policy are subject to revision/modification, as may be required.

****Amended provisions as per the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.***

APPLICATION FOR PRE-CLEARANCE

To,

The Compliance Officer,
Yuken India Limited,
No. 16-C, Doddanekundi Industrial Area
II Phase, Mahadevapura,
Bengaluru – 560 048.

Dear Sir,

Sub: Request for pre-clearance for trading in securities of the Company

In pursuance of the procedure laid down for the dealing in securities of the Company, I hereby submit the following for your clearance.

Si.No.	Particulars	
1.	Name of the Employee	
2.	Designation & Department	
3.	Company / Subsidiary / Associate	
4.	Week during which the proposed trading is contemplated	
5.	No. of shares proposed to be sold/purchased/subscribed	
6.	DP ID	
7.	Client ID	
8.	Reason for sale	
9.	Sale by self / dependent family members	

I confirm that I have read the Company's Insider Trading Policy and am not in possession of any Unpublished Price Sensitive Information consciously or otherwise.

The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell the securities

Date :

Place :

Signature :

Name :

Designation :

REPORTING OF TRADES EXECUTED

To,

The Compliance Officer,
Yuken India Limited,
No. 16-C, Doddanekundi Industrial Area
II Phase, Mahadevapura,
Bengaluru - 560 048.

Dear Sir,

Sub: Reporting of Trades executed

Ref: Application for pre-clearance dt...

With reference to the above, I hereby submit the report of Trades executed.

Si.No.	Particulars	
1.	Name of the Employee	
2.	Designation & Department	
3.	Company / Subsidiary / Associate	
4.	Week during which the proposed trading was executed	
5.	No. of shares sold	
6.	Consideration received	
7.	DP ID	
8.	Client ID	
9.	Reason for sale	
10.	Sale by self / dependent family members	

After the above transaction, my shareholding in the Company is - shares of Rs. 10/- each.

Date :

Place :

Signature :

Name :

Designation :

To

The Compliance Officer,
Yuken India Limited,
No. 16-C, Doddanekundi Industrial Area
II Phase, Mahadevapura,
Bengaluru – 560 048.

Dear Sir,

Sub: **Reporting of decision not to trade after securing pre-clearance**

Ref: 1. Application for pre-clearance dt
2. Pre-clearance dt.

With reference to the above, I hereby inform you that I have not traded in the shares of the Company in spite of securing pre-clearance from you, for the following reasons:

- 1.
- 2.

My current shareholding in the Company is shares of Rs. 10/- each.

Date :
Place :

Signature :
Name :
Designation :

Form A

SEBI (Prohibition of Insider Trading) Regulations, 2015
 [Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to the Company]

Name of the Company: Yuken India Limited
 ISIN of the Company :

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulations coming into force		% of shareholding
		Type of security (For eg. shares, Warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5

Note: Securities shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of open interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature :
 Designation :

Date :
 Place :

Form B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) - Disclosure on becoming a director/KMP/Promoter]

Name of the Company: Yuken India Limited

ISIN of the Company :

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives to/others etc.)	Date of appointment of Director / KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of shareholding
			Type of security (For eg. Shares, Warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5	6

Note: Securities shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of open interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature :
Designation :

Date :
Place :

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company:

ISIN of the Company :

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of Acquisition / disposal (on market/public /rights/preferential offer / off market /Inter-se transfer, ESOPs etc.)
		Type of security (For eg. shares, warrants, convertible debentures etc.)	No. and % of share holding	Type of security (For eg. shares, warrants, convertible debentures etc.)	No.	Value	Transaction type (Buy/sale/pledge/Revoke/Invoke)	Type of security (For eg. shares, warrants, convertible debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Name & Signature :
 Designation :

Date :
 Place :

FORM D (Indicative Format)

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the Company:

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of Intimation to company	Mode of Acquisition / disposal (on market/public /rights/ Preferential offer / off market/Inter- se transfer, ESOPs etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. - Shares, Warrants, Convert Debentures	No.	Value	Transaction Type (Buy / Sale/ Pledge / Revoke /Invok e)	Type of security (For eg. - Shares, Warrants, Convertible Debe ntures etc.)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:
Signature:
Place:
Date: